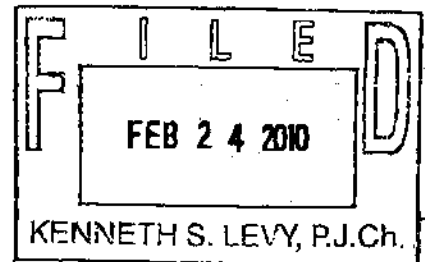


PAULA T. DOW
ACTING ATTORNEY GENERAL OF NEW
JERSEY
Division of Law
124 Halsey Street - 5th Floor
P.O. Box 45029
Newark, New Jersey 07101
Attorney for Plaintiff



By: Anna Lascurain
Deputy Attorney General
(973) 648-4802

Elizabeth R. Lash
Deputy Attorney General
(973) 648-4802

SUPERIOR COURT OF NEW JERSEY
CHANCERY DIVISION: GENERAL
EQUITY
ESSEX COUNTY
DOCKET NO. C-46-2010

PAULA T. DOW,
Acting Attorney General of
New Jersey, on behalf of
MARC B. MINOR, Chief of the
New Jersey Bureau of
Securities,

Plaintiff,

v.

JACOB EISENSTARK A/K/A JAY
EISENSTARK,
individually, as the
principal of Eisenstark
Advisory, Inc. a/k/a
Eisenstark
Advisory Inc. Capital
Management, and as the
principal and President of
J.N.J. Capital
Management, Inc.;
BLANCHE EISENSTARK,
individually, and as the
Secretary of J.N.J. Capital
Management, Inc.;
J.N.J. CAPITAL MANAGEMENT,
INC.,
a New Jersey Corporation;
and
EISENSTARK ADVISORY, INC.

CIVIL ACTION

ORDER TO SHOW CAUSE
PURSUANT TO RULE 4:52

a/k/a EISENSTARK ADVISORY
INC. CAPITAL MANAGEMENT,
a New Jersey Corporation,

Defendants.

THIS MATTER being brought before the Court by Paula T. Dow, Acting Attorney General of New Jersey, in her official capacity, and on behalf of Marc B. Minor, Chief of the New Jersey Bureau of Securities ("Bureau" or "Plaintiff"), (Anna Lascurain and Elizabeth R. Lash, Deputy Attorneys General, appearing), seeking preliminary injunctive relief pursuant to R. 4:52 and equitable relief, based upon the facts set forth in the Verified Complaint and Certifications filed herewith and Plaintiff having made a *prima facie* case that the defendants have engaged in, are engaging in, and/or will continue to engage in acts or practices declared to be illegal or prohibited by the Uniform Securities Law (1997), N.J.S.A. 49:3-47, et seq. (the "Securities Law") filed herewith; and that irreparable harm will occur if defendants' assets are not frozen, and that Plaintiff is entitled to relief sought against defendants for good cause shown.

IT IS on the 24th day of February, 2010 ORDERED that defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. appear and show cause before the Honorable Kenneth S. Levy, Superior Court of New Jersey, Wilentz Justice Complex, 212

Washington Street, 8th Floor, Newark, New Jersey, on the 30th day of March, 2010, 3pm o'clock in the forenoon/afternoon, or as soon thereafter as counsel can be heard, why an order should not be issued:

1. preliminarily enjoining and restraining defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. from engaging in the conduct set forth in the Verified Complaint;
2. preliminarily enjoining and restraining defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. from acting, from and within the State of New Jersey as: an investment adviser and or an investment adviser representative as defined in N.J.S.A. 49:3-49(g); or from controlling or associating in any capacity with any investment adviser doing business from, into or within the State of New Jersey, or from controlling an issuer, as defined in N.J.S.A. 49:3-49(h), whose securities are traded in New Jersey;
3. preliminarily enjoining and restraining defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. from violating N.J.S.A. 49:3-52(b) N.J.S.A. 49:3-53(a)(1) - (3);

4. preliminarily enjoining and restraining defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. from future violations of the Securities Law;
5. preliminarily enjoining and restraining defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. and such persons who receive actual or constructive notice of this Order from destroying, altering, concealing, transferring, disposing or removing in any manner, directly or indirectly, any books, records, documents, information stored in electronic format, including on computers or electronic devices, maintained in any form, relating in any way to the business and personal affairs of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc.;
6. freezing the assets of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. in which any or all of them hold a legal or equitable interest, including all real and personal property, in that such assets should not be disposed of, transferred, dissipated, encumbered, or

withdrawn, removed, or sold pending further order of this Court;

7. providing that any person with actual or constructive notice of this Order who aids, abets, counsels, commands or instructs any person or entity to perform any act prohibited by this Order shall be subject to punishment;
8. appointing a receiver, _____, pursuant to N.J.S.A. 49:3-69, to serve without bond, who will:
 - a) immediately take into possession and take title to all of the real and personal property of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. including, but not limited to, holdings and interests in all bank, brokerage, and trading accounts, causes of action and all such assets obtained in the future, and undertake all actions necessary or appropriate to maintain optimal value of these assets, including the liquidation of any such assets;
 - b) review all the books and records of and pertaining to defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and

J.N.J. Capital Management, Inc. and report to the Court within ninety (90) days of this Order:

- i. the identities of all investors and creditors of said defendants, past and present, and the status of their accounts;
 - ii. the financial condition of said defendants, their successors, subsidiaries and affiliates; and
 - iii. a preliminary plan to distribute the assets of said defendants to investors and creditors;
- c) determine the necessity of retaining professionals including, but not limited to, accountants and attorneys, to assist the receiver in fulfilling the responsibilities as ordered by the Court, and upon making a determination of necessity and obtaining Plaintiff's consent, make application to the Court for an order permitting the retention of such professionals by the receiver;
- d) be held harmless from and against any liabilities, including costs and expenses of defending claims, for which the receiver may become liable or incur by reason of any act or omission to act in the course of performing the receiver's duties, except upon a finding by this Court of gross negligence or willful failure of the receiver to comply with the terms of this or any other order of this Court, irrespective of the time when such claims are filed;

- e) be compensated out of the estate of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc., their successors, subsidiaries and affiliates, and/or such funds as the receiver may recover;
 - f) be permitted to resign upon giving written notice to the Court and Plaintiff of the receiver's intention to resign, which resignation shall not become effective until appointment by the Court of a successor which shall be subject to Plaintiff's approval; and
 - g) have the full statutory powers to perform the receiver's duties, including the powers delineated in N.J.S.A. 49:3-69 (c) and (d) and Title 14 of the New Jersey Statutes, Corporation, General, including, but not limited to, those set forth at N.J.S.A. 14a:14-1, et seq. or so far as the provisions thereof are applicable;
9. requiring defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. to turn over any and all documentation immediately upon the receiver's request and execute any and all documentation as requested by the receiver that the receiver deems necessary to carry out the

- receiver's duties and fulfill the receiver's obligations to the investors and creditors;
10. affording Plaintiff and affected third parties such other relief as the Court deems just and equitable;
 11. entering a case management order setting forth expedited discovery periods and a date for a final hearing at which, after a summary proceeding pursuant to N.J.S.A. 49:3-69(a)(2) and R. 4:67, the Court shall be asked to enter a final judgment for the relief demanded in the Verified Complaint;
 12. permitting Plaintiff to impound from the defendants' Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. business premises located at 389 Walnut Street, Livingston, New Jersey, all documents, files, records, computers, keyboard, monitors, printers, and any other tangible item relating to the personal and business affairs of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. and retain such documents, files, records, computers, keyboard, monitors, printers, and any other tangible item, until the completion of this litigation, or further order of this Court;

And it is further ORDERED that:

13. A copy of this Order to Show Cause, Verified Complaint, legal memorandum and any supporting affidavits or certifications in support of this application be served personally upon defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. or their attorney(s) within 5 days of the date hereof, in accordance with R. 4:4-3 and R. 4:4-4, this being original process;
14. The Plaintiff shall file with the Court the proof of service of the pleadings on the defendants no later than three (3) days before the return date;
15. Defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. shall file and serve a written response to this order to show cause and the request for entry of injunctive relief and proof of service by March 22, 2010. The original documents must be filed with the clerk of the Superior Court in the county listed above. A list of these offices is provided. You must send a copy of your opposition directly to Judge Kenneth S. Levy, whose address is Superior Court of New Jersey, Wilentz Justice Complex, 212 Washington Street, 8th Floor, Newark, New Jersey. You must also send a copy of

your opposition papers to the Plaintiff's counsel whose names and addresses are:

Anna Lascurain, DAG
Division of Law
124 Halsey Street, 5th Floor
Newark, NJ 07101
(973) 648-2893
(973) 648-3956 (facsimile)
lascuann@dol.lps.state.nj.us

Elizabeth R. Lash, DAG
Division of Law
124 Halsey Street, 5th Floor
Newark, NJ 07101
(973) 648-4802
(973) 648-3956 (facsimile)
lasheliz@dol.lps.state.nj.us

A telephone call will not protect your rights; you must file your opposition and pay the required fee of \$_____ and serve your opposition on your adversary, if you want the Court to hear your opposition to the injunctive relief the Plaintiff is seeking;

16. The Plaintiff must file and serve any written reply to the defendants' order to show cause opposition by March 26, 2010. The reply papers must be filed with the Clerk of the Superior Court in the county listed above and a copy of the reply papers must be sent directly to the chambers of Judge Kenneth S. Levy;
17. If defendants do not file and serve opposition to this order to show cause, the application will be decided on the papers on the return date and relief may be granted by default, provided that the Plaintiff files a proof of

- service and a proposed form of order at least three days prior to the return date;
18. If the Plaintiff has not already done so, a proposed form of order addressing the relief sought on the return date (along with a self-addressed return envelope with return address and postage) must be submitted to the Court no later than three (3) days before the return date;
19. Defendants take notice that the Plaintiff has filed a lawsuit against you in the Superior Court of New Jersey. The verified complaint attached to this order to show cause states the basis of the lawsuit. If you dispute the complaint, you, or your attorney, must file a written answer to the complaint and proof of service within 35 days from the day of service of this order to show cause; not counting the day you received it;
20. These documents must be filed with the Clerk of the Superior Court in the county listed above. A list of these offices is provided. Include a \$135 filing fee payable to the "Treasurer, State of New Jersey." You must also send a copy of your Answer to the Plaintiff's counsel whose names and addresses appear above, or to the Plaintiff, if no attorney is named above. A telephone call will not protect your rights; you must file and serve your answer (with the fee) or judgment may be entered against you by default. Please note: Opposition to the order to show cause is not an Answer and you must file both. Please note further: if

you do not file and serve an Answer within 35 days of this Order, the Court may enter a default against you for the relief Plaintiff demands;

21. If you cannot afford an attorney, you may call the Legal Services office in the county in which you live. A list of these offices is provided. If you do not have an attorney and are not eligible for free legal assistance you may obtain a referral to an attorney by calling one of the Lawyer Referral Services. A list of these numbers is also provided; and
22. The Court will entertain argument, but not testimony, on the return date of the order to show cause, unless the Court and parties are advised to the contrary, ~~no later than~~
~~days before the return date.~~


Kenneth S. Devy, P.G. Ch.

ATLANTIC COUNTY

Deputy Clerk of the Superior Court
Civil Division, Direct Filing
1201 Bacharach Blvd., First Fl.
Atlantic City, NJ 08401

LAWYER REFERRAL
(609) 345-3444
LEGAL SERVICES
(609) 348-4200

Bergen County

Deputy Clerk of the Superior Court
Case Processing Section, Room 119
Justice Center, 20 Main St.
Hackensack, NJ 07601-0769

LAWYER REFERRAL
(201) 488-0044
LEGAL SERVICES
(201) 487-2166

BURLINGTON COUNTY

Deputy Clerk of the Superior Court
Central Processing Unit
Attn: Judicial Intake
First Fl. Courts Facility
49 Rancocas Rd.
Mt. Holly, NJ 08060

LAWYER REFERRAL
(609) 261-4862
LEGAL SERVICES
(609) 261-1088

CAMDEN COUNTY:

Deputy Clerk of the Superior Court
Civil Processing Office
1st Fl., Hall of Records
101 S. Fifth St.
Camden, NJ 08103

LAWYER REFERRAL
(856) 964-4520
LEGAL SERVICES
(856) 964-2010

CAPE MAY COUNTY:

Deputy Clerk of the Superior Court
9 N. Main Street
Box DN-209
Cape May Court House, NJ 08210

LAWYER REFERRAL
(609) 463-0313
LEGAL SERVICES
(609) 465-3001

CUMBERLAND COUNTY:

Deputy Clerk of the Superior Court
Civil Case Management Office
Broad & Fayette Sts., P.O. Box 615
Bridgeton, NJ 08302

LAWYER REFERRAL
(856) 692-6207
LEGAL SERVICES
(856) 451-0003

ESSEX COUNTY:

Deputy Clerk of the Superior Court
50 West Market Street
Room 131
Newark, NJ 07102

LAWYER REFERRAL
(973) 622-6207
LEGAL SERVICES
(973) 624-4500

GLOUCESTER COUNTY:

Deputy Clerk of the Superior Court
Civil Case Management Office
Attn: Intake
First Fl., Court House
1 North Broad Street, P.O. Box 129
Woodbury, NJ 08096

LAWYER REFERRAL
(856) 848-4583
LEGAL SERVICES
(856) 848-5260

HUDSON COUNTY:

Deputy Clerk of the Superior Court
Superior Court, Civil Records Dept.
Brennan Court House-- 1st Floor
583 Newark Ave.
Jersey City, NJ 07306

LAWYER REFERRAL
(201) 798-2727
LEGAL SERVICES
(201) 792-6363

HUNTERDON COUNTY:

Deputy Clerk of the Superior Court
Civil Division
65 Park Avenue
Plainsboro, NJ 08822

LAWYER REFERRAL
(908) 735-2611
LEGAL SERVICES
(908) 782-7979

MERCER COUNTY:

Deputy Clerk of the Superior Court
Local Filing Office, Courthouse
175 S. Broad Street, P.O. Box 8068
Trenton, NJ 08650

LAWYER REFERRAL

(609) 585-6200
LEGAL SERVICES
(609) 695-6249

MIDDLESEX COUNTY

Deputy Clerk of the Superior Court
Administration Building
Third Floor
1 Kennedy Sq. P.O. Box 2633
New Brunswick, NJ 08903-2633

LAWYER REFERRAL

(732) 828-0053
LEGAL SERVICES
(732) 249-7600

MONMOUTH COUNTY

Deputy Clerk of the Superior Court
Court House
71 Monument Park
P.O. Box 1269
Freehold, NJ 07728-1269

LAWYER REFERRAL

(732) 431-5544
LEGAL SERVICES
(732) 866-0020

MORRIS COUNTY

Deputy Clerk of the Superior Court
Civil Division
30 Schuyler Pl, P.O. Box 910
Morristown, NJ 07960-0910

LAWYER REFERRAL

(973) 267-5882
LEGAL SERVICES
(973) 285-6911

OCEAN COUNTY

Deputy Clerk of the Superior Court
Court House, Room 119
118 Washington Street
Toms River, NJ 08754

LAWYER REFERRAL

(732) 240-3666
LEGAL SERVICES
(732) 341-2727

PASSAIC COUNTY

Deputy Clerk of the Superior Court
Civil Division
Court House
77 Hamilton St.
Paterson, NJ 07505

LAWYER REFERRAL

(973) 278-9223
LEGAL SERVICES
(973) 345-7171

SALEM COUNTY

Deputy Clerk of the Superior Court
92 Market St., P.O. Box 18
Salem, NJ 08079

LAWYER REFERRAL

(856) 935-5628
LEGAL SERVICES
(856) 451-0003

SOMERSET COUNTY

Deputy Clerk of the Superior Court
Civil Division Office
New Court House, 3rd Fl.
P.O. Box 3000
Somerville, NJ 08876

LAWYER REFERRAL

(908) 685-2323
LEGAL SERVICES
(908) 231-0840

SUSSEX COUNTY

Deputy Clerk of the Superior Court
Sussex County Justice Center
41-47 High Street
Newton, NJ 07860

LAWYER REFERRAL

(973) 267-5882
LEGAL SERVICES
(973) 383-7400

UNION COUNTY

Deputy Clerk of the Superior Court
1st Fl. Court House
2 Broad Street
Elizabeth, NJ 07207-6073

LAWYER REFERRAL

(908) 353-4715

LEGAL SERVICES

(908) 354-4340

WARREN COUNTY

Deputy Clerk of the Superior Court
Civil Division Office
Court House
413 Second Street
Belvidere, NJ 07823-1500

LAWYER REFERRAL

(973) 267-5882

LEGAL SERVICES

(973) 475-2010